

RECORDATION NO. 26711 FILED

DEC 19 '06 -1 0 5 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 19, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of December 19, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas, 20th Floor
New York, NY 10036

Lessee: Tyson Foods, Inc.
2210 West Oaklawn Drive
Springdale, Arkansas, 72762

Mr. Vernon A. Williams
December 19, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

503 tank railcars: PBFX 643000 – PBFX 643074; PBFX 645001 – PBFX 645056; PBFX 645058 – PBFX 645115; PBFX 646000 - PBFX 646074; PBFX 646100 – PBFX 646189; PBFX 647000 – PBFX 647041; PBFX 647043 – PBFX 647049; and PBFX 649000 – PBFX 649103 subject to certain exclusions as set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 26711 FILED

EXECUTION VERSION

DEC 19 '08 -1 0 5 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of December 19, 2006

between

THE CIT GROUP/EQUIPMENT FINANCING, INC.
as Lessor,

and

TYSON FOODS, INC.,
as Lessee

FILED WITH THE SURFACE TRANSPORTATION BOARD

PURSUANT TO 49 U.S.C. § 11301

ON DECEMBER __, 2006 AT __:__.M

**DEPOSITED WITH THE REGISTRAR GENERAL OF CANADA
PURSUANT TO SECTION 105 OF THE CANADA TRANSPORTATION ACT
ON DECEMBER __, 2006**

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE, dated as of this 19th day of December 2006, made by The CIT Group/Equipment Financing, Inc., a Delaware corporation (the "Lessor"), and Tyson Foods, Inc., a Delaware corporation (the "Lessee") and, together with the Lessor, collectively, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Lessor and Lessee entered into that certain Agreement to Purchase and Net Railcar Lease, dated as of December 19, 2006 (as amended, supplemented and modified from time to time, the "Lease"), covering the equipment listed on Schedule A hereto (the "Equipment");

WHEREAS, Lessor and Lessee wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of Lessor and Lessee, including, but not limited to, the leasehold interest of Lessee in the Equipment, and accordingly Lessor and Lessee have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of Lessor and Lessee, by this instrument Lessor hereby leases and confirms the lease of the Equipment to Lessee in accordance with the terms and conditions of the Lease, and Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Lease may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

* Signature Page Follows *

IN WITNESS WHEREOF, this instrument has been duly executed by the parties hereto as of the date first above written.

TYSON FOODS, INC.
as Lessee

GS

By:



Name: Dennis Leatherby

Title: SVP Finance/Treasurer

THE CIT GROUP/EQUIPMENT FINANCING,
INC.
as Lessor

By:

Name:


Title:

IN WITNESS WHEREOF, this instrument has been duly executed by the parties
hereto as of the date first above written.

TYSON FOODS, INC.
as Lessee

By: _____
Name:
Title:

THE CIT GROUP/EQUIPMENT FINANCING,
INC.
as Lessor

By:  _____
Name: BRADLEY L. LEIBOLD
Title: Vice President - Structured Finance

State of Arkansas)
County of Washington)

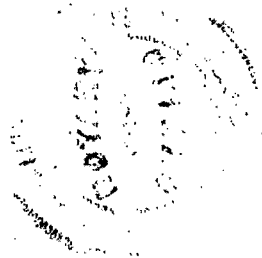
On this, the 12 day of December 2006, before me, a Notary Public in and for said County and State, personally appeared Dennis Leathen, a SVP Fin. Trans. of Sysm Foods, Inc., who acknowledged himself/herself to be a duly authorized officer of Sysm Foods, Inc., and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name Teresa Leigh Pace
Notary Public

My Commission Expires: 7-1-10

Residing in: Springdale, Arkansas



State of Arizona)
County of Maricopa)

On this, the 15th day of December 2006, before me, a Notary Public in and for said County and State, personally appeared Brenden L. Leibold, a Vice President of The CIT Group / Equipment Financing, Inc., who acknowledged himself/herself to be a duly authorized officer of The CIT Group / Equipment Financing, Inc., and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Jeanette A. Chavez

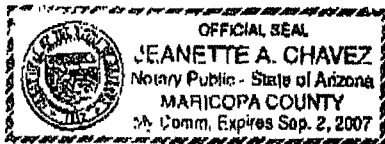
Notary Public

My Commission Expires:

9/2/07

Residing in:

Maricopa Co, Arizona



SCHEDULE A

Equipment

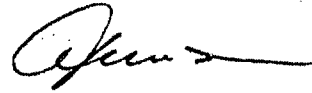
<u>Lessee</u>	<u>No of Units</u>	<u>Unit Type</u>	<u>Reporting Marks</u>	<u>Casualty Marks</u>
Tyson Foods, Inc.	503	25,500 gallon, exterior coiled and insulated tank cars manufactured by Trinity & Union	PBFX 643000 - PBFX 643074 PBFX 645001 - PBFX 645056 PBFX 645058 - PBFX 645115 PBFX 646000 - PBFX 646074 PBFX 646100 - PBFX 646189 PBFX 647000 - PBFX 647041 PBFX 647043 - PBFX 647049 and PBFX 649000 - PBFX 649103 (all inclusive other than the Equipment listed under the Casualty Marks column)	PBFX 645028, PBFX 645029, PBFX 647009, and PBFX 649071

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/19/06



Robert W. Alvord